

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Reorganized Debtors.)	
)	

**ORDER APPROVING INTERIM VERIFIED APPLICATION OF VENABLE LLP FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS
SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE
THIRTY-EIGHTH THROUGH FIFTIETH QUARTERS
FROM JULY 1, 2010 THROUGH SEPTEMBER 30, 2013**

Upon the Interim Verified Application of Venable LLP for Compensation for Services and Reimbursement of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Thirty-Eighth through Fiftieth Quarters from June 1, 2010 through September 30, 2013 (the “Fee Application”), pursuant to §§ 105(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Interim Compensation Order”), and the Order Authorizing the Retention and Employment of Venable LLP as Special Counsel to the Debtors; and it appearing that the Court has jurisdiction to consider the Fee Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and the Fee Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the

¹ The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

Fee Application having been given; and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED that the Fee Application is hereby granted; and it is further

ORDERED that an administrative allowance is made to Venable LLP in the sum of (i) \$209,779.50 as compensation for reasonable and necessary professional services rendered to the Debtors during the period July 1, 2010 through September 30, 2013 (the "Compensation Period"), and (ii) \$5,434.06 for reimbursement of actual and necessary costs and expenses incurred during the Compensation Period, for a total of \$215,213.06; and it is further

ORDERED that the Debtors are authorized and directed to make payment to Venable, 100% of any and all fees and 100% of any and all expenses related to the Compensation Period that have not been paid, provided that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated _____, 2014

The Honorable Kevin J. Carey
United States Bankruptcy Judge